

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<p>In re</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>As a representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO <i>et al.</i>,</p> <p style="text-align: right;">Debtors.¹</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>PROMESA</p> <p>Title III</p> <p>No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p>
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**ORDER AUTHORIZING THE EMPLOYMENT OF
GODFREY & KAHN, S.C. AS COUNSEL TO THE FEE EXAMINER**

Upon the Application filed by the Fee Examiner appointed in this proceeding for entry of an order to employ Godfrey & Kahn, S.C. (“**Godfrey & Kahn**” or the “**Firm**”) as his counsel *nunc pro tunc* to October 6, 2017; and the Court finding that (a) the Court has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a), (b) Godfrey & Kahn does not hold or represent any interest materially adverse to the Debtors with respect to matters for which Godfrey & Kahn is to be employed, and (c) the Fee Examiner’s employment of Godfrey & Kahn is in the best interest of the Fee Examiner; and the Court finding that notice of the

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Application given by the Fee Examiner was sufficient under the circumstances and that no other or further notice is necessary; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application and the Stadler Affidavit on the Application establish just cause for the relief herein granted; it is hereby:

ORDER, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED, as set forth herein.
2. The Fee Examiner is authorized, pursuant to section 1103(a) of the Bankruptcy Code, to employ Godfrey & Kahn as its counsel in these Title III Cases in accordance with the terms and conditions set forth in the Application, effective as of October 6, 2017.
3. Godfrey & Kahn shall be entitled to allowance and payment of compensation for professional services rendered and reimbursement of expenses incurred in connection with these Title III Cases as an administrative priority expense under section 503(b) of the Bankruptcy Code pursuant to any procedures established and required by PROMESA, this Court, and the United States Trustee.
4. The Fee Examiner is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

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7. This Order resolves docket entry no. 1548 in Case No. 17-3283.

SO ORDERED.

Dated: December 13, 2017

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge